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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION)	
CORPORATION,)	Adv. Pro. No. 08-1789 (CGM)
Plaintiff-Applicant,)	
v.)	SIPA Liquidation
BERNARD L. MADOFF INVESTMENT)	(Substantively Consolidated)
SECURITIES, LLC,)	
Defendant.)	
In re:)	
)	
BERNARD L. MADOFF,)	
)	
Debtor.)	
IRVING H. PICARD, Trustee for the Liquidation of)	
Bernard L. Madoff Investment Securities LLC,)	
)	
Plaintiff,)	Adv. Pro. No. 12-01669 (CGM)
)	
v.)	
)	
Barfield Nominees Ltd.,)	
)	
)	
Defendant.)	

DECLARATION OF DANIEL USHER

1. I, Daniel Usher, am Chairman of the Board of Barfield Nominees Ltd (“Barfield”). I submit this declaration pursuant to 28 U.S.C. § 1746 in support of Barfield’s Motion to Dismiss the Complaint (the “Complaint”) filed in the adversary proceeding by Irving H. Picard, Trustee for the Liquidation of Bernard L. Madoff Investment Securities, LLC (the “Trustee”). The facts and matters to which I declare are based on my personal knowledge and are true to the best of my belief.
2. I have reviewed the Trustee’s allegations made in the Complaint, and I submit this declaration to demonstrate Barfield’s lack of contacts with the United States.

I. Location of Barfield

3. Barfield is a Guernsey limited liability company that maintains its principal place of business at Trafalgar Court, Les Banques, St. Peter Port, Guernsey, United Kingdom, GY1 3DA. Barfield is organized under the laws of the Island of Guernsey and is headquartered in the Bailiwick of Guernsey.
4. Barfield’s contracts with Fairfield Sentry Limited (“Fairfield Sentry”) and Citco Bank Nederland N.V. Dublin Branch (“Citco Bank”) were negotiated outside of the United States. Barfield performed the contract in Guernsey. To my knowledge, Citco Bank also performed the contract outside of the United States.

II. Barfield’s Only Role Was to Execute Redemption Orders When Instructed by Its Clients

5. Barfield did not communicate with any Fairfield Sentry or Bernard L. Madoff Investment Securities LLC (“BLMIS”) employees in New York. Barfield did not meet with anyone from BLMIS. Barfield never solicited additional investors or sought out additional investment in BLMIS. Barfield did not maintain its own bank accounts with BLMIS.

6. I understand that the Trustee alleges that Barfield invested in Fairfield Sentry. Barfield invested in Fairfield Sentry solely at the instruction of its clients, in its capacity as a nominee shareholder. Barfield's clients made the decisions to redeem their investments in Fairfield Sentry. Barfield had no investment discretion or influence over its client's investments, nor did Barfield advise its clients on their investments.
7. The transfers into and out of Fairfield Sentry were denominated in U.S. dollars. Any redemption of a client's investment in U.S. dollars was required to be cleared in the currency's "home" jurisdiction. As such, Barfield was required to have a correspondent bank account in the U.S. to clear redemptions.
8. Therefore, Barfield had a correspondent account with The Northern Trust Company ("Northern Trust") in Illinois. Barfield's correspondent bank account only cleared U.S. dollar funds before crediting Barfield's account in the Island of Guernsey.
9. Barfield's use of a correspondent bank account was incidental to foreign investment contracts that were negotiated and performed entirely abroad.
10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge and belief.

Executed in GUERNSEY on the 27 this day of July 2022.



DANIEL USHER